

TRINITY INDUSTRIES, INC.



16017-088

MAR 26 1996 -11 25 AM

March 22, 1996

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

MAR 26 11 34 AM '96

INTERSTATE COMMERCE
COMMISSION
RECEIVED

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 7-Cash)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

- Two (2) executed originals of a Bill of Sale, a secondary document, dated March 22, 1996, between The Bank of New York, as Successor Trustee ("Bank") and the Trinity Industries Leasing Company ("Company").

The enclosed Bill of Sale referenced in the paragraph above, relate to the Equipment Trust Agreement dated as of November 4, 1988, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017 on November 8, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 16017-A and 16017-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 16017-H and 16017-J; Modification Agreement dated as of July 24, 1990, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-L on July 27, 1990, together with an Assignment under Recordation No. 16017-K on July 27, 1990; the Second Supplement to Equipment Trust Agreement dated as of August 13, 1992, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-N on August 20, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 16017-M and 16017-O; and the Third Supplement to Equipment Trust Agreement dated as of August 26, 1992, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-S on August 28, 1992, along with an

Assignment and Bill of Sale under Recordation Nos. 16017-R and 16017-T; the Fourth Supplement to Equipment Trust Agreement dated as of August 30, 1993, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-U on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-V and 16017-W; and the Fifth Supplement to Equipment Trust Agreement dated as of November 23, 1993, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-Y on November 24, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-Z and 16017-AA; and the Sixth Supplement to the Equipment Trust Agreement dated as of February 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-CC on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-DD and 16017-GG; the Correction Agreement to Sixth Supplement to Equipment Trust Agreement dated as of March 25, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-HH on March 29, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-II and 16017-JJ; the Seventh Supplement to Equipment Trust Agreement dated as of August 30, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-LL on August 30, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-MM and 16017-NN; the Eighth Supplement to Equipment Trust Agreement dated as of September 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-PP on September 28, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-QQ and 16017-RR; the Ninth Supplement to Equipment Trust Agreement dated as of March 17, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-TT on March 21, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-UU and 16017-VV; Tenth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-XX on September 25, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-YY and 16017-ZZ; Correction to the Tenth Supplement to Equipment Trust Agreement dated as of September 29, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-BBB on October 6, 1995, along with Bill of Sale under Recordation Nos. 16017-CCC; the Eleventh Supplement to Equipment Trust Agreement dated as of October 25, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-DDD on October 27, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-EEE and 16017-FFF; the Twelfth Supplement to Equipment Trust Agreement dated as of December 21, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 16017-HHH on December 26, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-III and 16017-KKK; the Thirteenth Supplement to Equipment Trust Agreement dated as of February 16, 1996, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 16017-LLL on February 23, 1996, along with Assignment and Bill of Sale under Recordation Nos. 16017-III and 16017-KKK, respectively.

The enclosed Bill of Sale referenced above, relates to 85 railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay Street (21W), New York, NY 10286.

Enclosed is our check in the amount of \$21.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of the Bill of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the document appears in the index follows:

- (a) Secondary Document. Bill of Sale, a secondary document, dated March 22, 1996, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of November 4, 1988 referred to above.

Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Alice D. Buchanan".

Alice D. Buchanan
Paralegal

RAF:ab

Enclosures

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

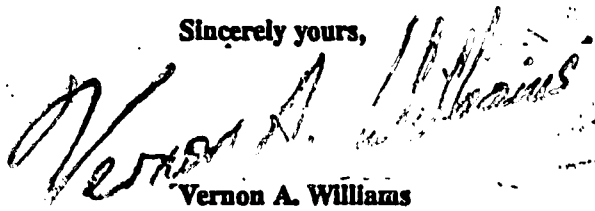
3/26/96

Alice D. Buchanan
Trinity Industries, Inc.
2525 Stemmons Freeway
Dallas, Texas 75207

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/26/96 at 11:35AM , and assigned recordation number(s). 16017-PPP.

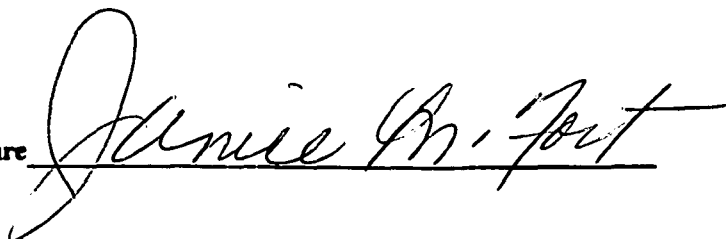
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



BILL OF SALE

(Series 7-Cash)

THE BANK OF NEW YORK
AS SUCCESSOR TRUSTEE
TO

TRINITY INDUSTRIES LEASING COMPANY

MAR 26 1996 - 11:21 AM

RECEIVED BY THE COMMISSION

The Bank of New York, as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) and (c) of that certain Equipment Trust Agreement dated as of November 4, 1988 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated March 22, 1996, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 85 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreements: Sixty (60) railcars covered by existing Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. (Partial Rider 18); One (1) railcar covered by existing Lease Agreement dated January 21, 1981, between Trinity Industries Leasing Company and ADM Transportation Company (Partial Rider 2); Twenty Four (24) railcars covered by existing Lease Agreement, dated October 17, 1989, between Trinity Industries Leasing Company and Con Agra, Inc. (such cars were previously subject to the Railroad Car Lease Agreements described in paragraphs 2 and 10 of Exhibit B to the November 4, 1988, Assignment) together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

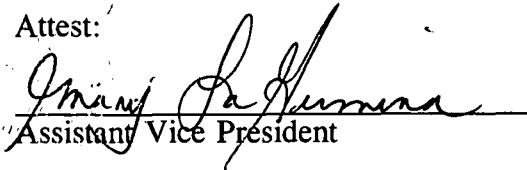
The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, The Bank of New York, as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 22nd day of March, 1996.

THE BANK OF NEW YORK, Successor
Trustee

By: 
Vice President

Attest:


Assistant Vice President

STATE OF NEW YORK

§

§

COUNTY OF NEW YORK

§

On this 22nd day of March, 1996, before me personally appeared Robert McIntyre, to me personally known, who being by me duly sworn, says that he is the Vice President of The Bank of New York; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Signature of Notary Public

My Commission Expires:

WILLIAM J. CASSELES
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 18, 1996

EXHIBIT A

1. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Partial Rider 18):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
60	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5286 - 5345

2. Railroad Car Lease Agreement, dated January 21, 1981, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Partial Rider 2):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 cu. ft. Lo Covered Hopper Cars	TILX 1848

3. Railroad Car Lease Agreement, dated October 17, 1989, between Trinity Industries Leasing Company and Con Agra, Inc. covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreements described in paragraphs 2 and 10 of Exhibit B to the November 4, 1988 assignment):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
24	4,750 cu. ft. Lo Covered Hopper Cars	TILX 1876, 1893, 1956 TILX 400, 401, 405, 409 TILX 412, 413, 416, 417 TILX 419, 421, 422, 424 TILX 425, 436, 438, 440 TILX 443, 444, 446, 448 TILX 449

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
60 Hopper Cars	Lo	5,125 cu. ft.	TILX 5286 - 5345	08/95
1 Hopper Car	Lo	4,750 cu. ft.	TILX 1848	12/80
24 Hopper Cars	Lo	4,750 cu ft.	TILX 1876, 1893, 1956 TILX 400, 401, 405, 409 TILX 412, 413, 416, 417 TILX 419, 421, 422, 424 TILX 425, 436, 438, 440 TILX 443, 444, 446, 448 TILX 449	12/80